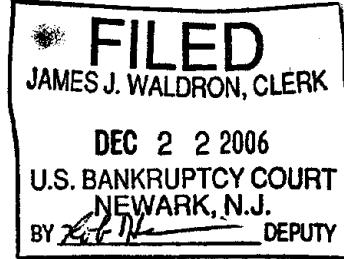


UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-2(c)  
MS-4088  
GG-2087  
COLE, SCHOTZ, MEISEL,  
FORMAN & LEONARD, P.A.  
A Professional Corporation  
Court Plaza North  
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P.O. Box 800  
Hackensack, New Jersey 07602-0800  
(201) 489-3000  
(201) 489-1536 Facsimile  
Attorneys for Marcal Paper Mills, Inc., Debtor-in-Possession



In re:  
MARCAL PAPER MILLS, INC.,  
Debtor-in-Possession.

Case No. 06-21886 (MS)  
Judge: Honorable Morris Stern  
Chapter 11

**ORDER APPROVING THE DEBTOR'S RETENTION OF CHARLES V. BONIN, ESQ.  
AS SPECIAL CORPORATE COUNSEL PURSUANT TO 11 U.S.C. § 327(e)**

The relief set forth on the following pages, numbered two (2) and three (3), is hereby  
**ORDERED.**

12/22/06  
M. S.

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Debtor: MARCAL PAPER MILLS, INC.  
Case No. 06-21886 (MS)  
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THIS MATTER having been opened to the Court by Marcal Paper Mills, Inc., the within debtor and debtor-in-possession (the "Debtor"), upon an Application for entry of an Order approving the Debtor's retention of Charles V. Bonin, Esq. ("Bonin") as its special corporate counsel in this proceeding pursuant to 11 U.S.C. § 327(e) (the "Application"); and the Court having considered the Application and Affidavit and Supplemental Affidavit of Charles V. Bonin, Esq. in support thereof; and the Court being satisfied that Bonin does not hold or represent any interest adverse to the Debtor, its estate or creditors with respect to the matters on which Bonin is to be employed, and that said employment would be in the best interest of the estate; and notice of the proposed retention having been given in accordance with the requirements of D.N.J. LBR 2014-1(a); and for good cause shown,

IT IS ORDERED as follows:

1. The retention of Charles V. Bonin, Esq. as special corporate counsel for the Debtor, for the matters and on the terms set forth in the Application, be and is hereby authorized and approved effective as of the date of the commencement of this case, pursuant to 11 U.S.C. § 327(e).
2. The Bankruptcy Retainer (as that term is defined in the Application) is reasonable and is hereby approved.
3. Any and all compensation to be paid to Charles V. Bonin, Esq. for services rendered on the Debtor's behalf shall be fixed by application to this Court in accordance with

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Sections 330 and 331 of the Bankruptcy Code and such Rules of Local and Federal Bankruptcy Procedure as may then be applicable, unless an alternate arrangement for interim compensation is authorized by the Court.

4. A copy of this Order shall be served on all parties-in-interest within seven (7) days hereof.